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(Stock Exchange Code 6617) June 7, 2018

#### To Shareholders with Voting Rights:

Hiroaki Takatsu President and Representative Director TAKAOKA TOKO CO., LTD. 5-6-36, Toyosu, Koto-ku, Tokyo, Japan

# NOTICE OF CONVOCATION OF THE 6TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 6th Annual General Meeting of Shareholders of TAKAOKA TOKO CO., LTD. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or via electromagnetic means (Internet, etc.). Please kindly review the attached Reference Documents for the General Meeting of Shareholders in the following pages and exercise your voting rights by no later than 5:00 p.m. on Wednesday, June 27, 2018, Japan time.

1. Date and Time: Thursday, June 28, 2018 at 10:00 a.m. Japan time

**2. Place:** Conference room, 2nd floor, GAKUSHIKAIKAN, 3-28 Kandanishiki-cho, Chiyoda-ku, Tokyo, Japan

3. Meeting Agenda:

Matters to be reported: The Business Report, Consolidated Financial Statements and Non-consolidated

Financial Statements for the Company's 6th Fiscal Year (April 1, 2017 - March 31, 2018), and report on results of audits by the Accounting Auditor and the

Board of Auditors of the Consolidated Financial Statements

#### Proposals to be resolved:

**Proposal 1:** Distribution of Surplus **Proposal 2:** Election of 10 Directors

**Proposal 3:** Election of 1 Substitute Auditor

**Proposal 4:** Partial Amendments to the Articles of Incorporation

(Request)

When attending the meeting, please hand in the enclosed Voting Rights Exercise Form at the reception desk.

#### (Notes)

- © From among the documents to be provided with this Notice, the following are posted on the Company's website (https://www.tktk.co.jp/) in accordance with laws and regulations as well as the provisions of Article 16 of the Company's Articles of Incorporation, and therefore are not provided herein. Please note that the Consolidated Financial Statements and Non-Consolidated Financial Statements provided with this Notice are part of the Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the Accounting Auditor and Auditors during the preparation of their respective Audit Reports.
  - (1) Consolidated Statements of Changes in Net Assets of the Consolidated Financial Statements
  - (2) Notes to the Consolidated Financial Statements of the Consolidated Financial Statements
  - (3) Non-consolidated Statements of Changes in Net Assets of the Non-consolidated Consolidated Financial Statements
  - (4) Notes to the Non-consolidated Financial Statements of the Non-consolidated Consolidated Financial Statements
- Any revisions will be promptly disclosed on the Company's website at https://www.tktk.co.jp/.

### **Reference Documents for the General Meeting of Shareholders**

#### **Proposals and References**

#### **Proposal 1:** Distribution of Surplus

The Company believes that the payment of a stable dividend is a basic prerequisite for meeting shareholder expectations. Therefore, we make it a policy to make continuous dividend payments, while endeavoring to secure a stable management base such as reinforced financial conditions.

With respect to the dividend for the current fiscal year, in consideration of the business results, business environment, and other factors, the Company proposes the following:

1. Type of dividend property

Cash

2. Allocation of dividend property to shareholders and the total amount thereof 25 yen per share for common stock

Total amount of dividend: 405,475,325 yen

3. Effective date of distribution of surplus

June 29, 2018

- (Notes) 1. In accordance with Article 453 of the Companies Act, the total dividend amount is calculated by deducting 57,292 treasury shares from the total number of issued shares.
  - 2. The total annual dividend will be 50 yen per share, inclusive of the interim dividend of 25 yen per share. The total dividend amount will be 810,960,125 yen, inclusive of the total interim dividend amount of 405,484,800 yen.

#### **Proposal 2:** Election of 10 Directors

The terms of office of all Directors (10 persons) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 10 Directors is proposed. The candidates are as follows:

(Japanese syllabary order)

No.		Name		Current positions and responsibilities in the Company
1	(Reappointment)	Kazuto Endo		Director and Managing Executive Officer In charge of Corporate Planning Department and Business Innovation Department
2	(Reappointment)	Shiro Odagiri		Director and Senior Managing Executive Officer In charge of Information & Network Department, Technology Development Division and Quality & Production Management Division
3	(Reappointment)	Yoshinori Kaneko	Outside Director	Director
4	(Reappointment)	Harunobu Kameyama	Outside Director Independent Director	Director
5	(Reappointment)	Hiroaki Takatsu		President and Representative Director
6	(New appointment)	Toshiro Takebe		
7	(Reappointment)	Naoshi Nishikawa		Director and Senior Managing Executive Officer General Manager of International Business Division In charge of Corporate Affairs Department, and Purchasing Management Division
8	(Reappointment)	Takenori Fujii		Director and Managing Executive Officer In charge of Internal Audit Department, Employee Relations & Human Resources Department and Finance & Accounting Department
9	(Reappointment)	Yasuhiro Mishima	Outside Director Independent Director	Director
10	(New appointment)	Kunihiko Mizumoto		Managing Executive Officer General Manager of Energy Solution Business Division

No	Name	Career summary, positions, responsibilities		Number of shares of the Company held [Number of other		
No.	(Date of birth)		and significant concurrent position(s)	shares to be distributed based on the stock compensation		
		April 2009	Business Development Department, Tokyo Electric Power	plan]		
		71pm 2009	Company, Incorporated; Seconded to ReBITA Inc. Representative Director and President of ReBITA Inc.			
		December 2011	Corporate Management Department, Tokyo Electric Power Company, Incorporated (currently Tokyo Electric Power Company Holdings, Incorporated)			
		June 2013	Deputy General Manager of Corporate Management Department; Corporate Management Department (in charge of			
	Kazuto Endo (July 18, 1964)		environment), Tokyo Electric Power Company, Incorporated	400		
	•	July 2015	Corporate Management Office, Corporate Management & Planning Unit (in charge of corporate management), Tokyo	[800]		
1	<reappointment></reappointment>	J 2016	Electric Power Company, Incorporated			
		June 2016	Business Planning Office, TEPCO Power Grid, Incorporated; Seconded to the Company (to present)			
			Director and Managing Executive Officer of the Company (to present)			
		[Responsibilities in	n the Company			
		In charge of Corp	orate Planning Department and Business Innovation Department			
	[Reason for nomination as candidate for Director]  Mr. Kazuto Endo has been acquainted with the power industry for many years and has extensive experience and broad					
	Mr. Kazuto Endo has been acquainted with the power industry for many years and has extensive experience and broad knowledge gained through his service such as those of the Representative Director and President of ReBITA Inc. He also has a personality appropriate for performing duties for the management of the Company. In view of the superb management					
			rience, we propose his re-election as a Director.	management		
		June 2010	Corporate Officer; General Manager of Kanagawa Branch, Tokyo Electric Power Company, Incorporated			
	Shiro Odagiri (October 1, 1956)	June 2013	Managing Director; General Manager of Sales Division, TAKAOKA ELECTRIC MFG. CO., LTD.			
		April 2014	Managing Executive Officer of the Company	2,800		
		June 2014 June 2017	Director and Managing Executive Officer of the Company Director and Senior Managing Executive Officer of the	[800]		
2	<reappointment></reappointment>		Company (to present)			
		[Responsibilities in	A • =			
		_	mation & Network Department, Technology Development lity & Production Management Division			
	[Reason for nomination as candidate for Director]					
			ence and broad knowledge gained over many years through his acq y appropriate for performing duties for the management of the Con			
			tivated through his experience, we propose his re-election as a Directivated through his experience, we propose his re-election as a Directivated through his experience, we propose his re-election as a Directivated through his experience, we propose his re-election as a Directivated through his experience, we propose his re-election as a Directivated through his experience, we propose his re-election as a Directivated through his experience, we propose his re-election as a Directivated through his experience, we propose his re-election as a Directivated through his experience, we propose his re-election as a Directivated through his experience, we propose his re-election as a Directivated through his experience, we propose his re-election as a Directivated through the propose his re-election and the propose his re-election as a Directivated through the propose his re-election and the propose his re-election a			

No.	Name (Date of birth)		Career summary, positions, responsibilities and significant concurrent position(s)	Number of shares of the Company held [Number of other shares to be distributed based on the stock compensation plan]
3	is acquainted with the corporate manager. F effectiveness of the c	Director and Non Holdings, Incorp- on as candidate for to currently serves e present trends of to or the above reason orporate governance	pirector and President, TEPCO Power Grid, Incorporated minating Committee Member of Tokyo Electric Power Company orated  Director  as Representative Director and President of TEPCO Power Grid, In the power industry and has extensive experience and broad knowledns, we believe that he will contribute to the Company's efforts to ence of the Company. We therefore propose his re-election as an Outsi	lge as a sure the ide Director.
	Shareholders.	April 1992	or of the Company will be 1 year at the conclusion of this General M  Registered as attorney-at-law (Dai-Ichi Tokyo Bar Association)	leeting of
4	Harunobu Kameyama (May 15, 1959) <reappointment> <outside director=""> <independent director=""></independent></outside></reappointment>	April 1997 June 2005 June 2007 April 2010 October 2012 June 2013 October 2013 [Significant concu	Opened Kameyama-Harunobu Law Office (currently Kameyama General Law Office) (to present) Auditor of KYORITSU INTERNATIONAL FOUNDATION (to present) Corporate Auditor of Komori Corporation Civil Conciliation Committee Member of Tokyo Summary Court (to present) Director of the Company (to present) Director of Komori Corporation (to present) Corporate Auditor of SOMAR Corporation (to present)	700 [-]

[Reason for nomination as candidate for Director]

Mr. Harunobu Kameyama has extensive experience and broad knowledge in legal affairs as an attorney-at-law. We believe that he will contribute to the Company's efforts to ensure the effectiveness of the corporate governance of the Company, and therefore propose his re-election as a Director.

His term of office as Outside Director will be 5 years and 9 months at the conclusion of this General Meeting of Shareholders.

Outside Corporate Auditor of SOMAR Corporation

No.	Name (Date of birth)		Career summary, positions, responsibilities and significant concurrent position(s)	Number of shares of the Company held [Number of other shares to be distributed based on the stock compensation plan]		
5	Hiroaki Takatsu (October 2, 1952) <reappointment></reappointment>	June 2009  June 2010  June 2011  June 2012  October 2012	Corporate Officer; General Manager of R&D Division, Tokyo Electric Power Company, Incorporated Managing Director; General Manager of R&D Division, Tokyo Electric Power Company, Incorporated Managing Director; General Manager of Customer Division, Tokyo Electric Power Company, Incorporated Director of Toko Electric Corporation Chairman of Toshiba Toko Meter Systems Co., Ltd. (to present) President and Representative Director of the Company (to present)	12,285 [800]		
	[Reason for nomination as candidate for Director] Mr. Hiroaki Takatsu has extensive experience and broad knowledge gained over many years through his acquaintance with all business areas, including the electric equipment business. He also has a personality appropriate for performing duties for the management of the Company. In view of the superb management skills he has cultivated through his experience as President and Representative Director of the Company, we propose his re-election as a Director.					
6	Toshiro Takebe (September 16, 1956) <new appointment=""></new>	June 2010  June 2012  April 2013  June 2015  April 2016  June 2017  October 2017  April 2018	Corporate Officer; General Manager of Tochigi Branch, Tokyo Electric Power Company, Incorporated (currently Tokyo Electric Power Company Holdings, Incorporated) Managing Executive Officer; General Manager of R&D Division and Deputy General Manager of Power Network Division, Tokyo Electric Power Company, Incorporated Managing Executive Officer; President of Power Grid Company, Tokyo Electric Power Company, Incorporated Director and Managing Executive Officer; President of Power Grid Company, Tokyo Electric Power Company, Incorporated Director, Tokyo Electric Power Company Holdings, Incorporated Representative Director and President, TEPCO Power Grid, Incorporated Chief Technology Officer; General Manager of TEPCO Research Institute, Tokyo Electric Power Company Holdings, Incorporated Chief Technology Officer; General Manager of TEPCO Research Institute and Administrative CKO, Tokyo Electric Power Company Holdings, Incorporated Counselor, Tokyo Electric Power Company Holdings, Incorporated Counselor, Tokyo Electric Power Company Holdings, Incorporated (to present)	- [-]		
[Reason for nomination as candidate for Director]  Mr. Toshiro Takebe has been acquainted with the present trends of the pyears as Representative Director and President of TEPCO Power Grid, I achievements as a corporate manager. Therefore, we believe that he is q Management Plan 2020" with his strong leadership, and propose his electrical sections.			d with the present trends of the power industry throughout his caree esident of TEPCO Power Grid, Incorporated, and has extensive expresere, we believe that he is qualified to promote the "Medium-to-	erience and		

No.	Name (Date of birth)		Career summary, positions, responsibilities and significant concurrent position(s)	Number of shares of the Company held [Number of other shares to be distributed based on the stock compensation	
				plan]	
	Naoshi Nishikawa	April 1979 June 2012 July 2012	Joined TAKAOKA ELECTRIC MFG. CO., LTD.  Managing Director (Representative Director); General Manager of Oyama Factory, TAKAOKA ELECTRIC MFG. CO., LTD.  Managing Director (Representative Director); General Manager of Sales Division, TAKAOKA ELECTRIC MFG. CO., LTD.		
	(April 27, 1956) <reappointment></reappointment>	October 2012 June 2013 June 2015	Director of the Company Representative Director and President of Takaoka Engineering Co., Ltd. Director and Managing Executive Officer of the Company	10,400 [800]	
7		June 2017	Director and Managing Executive Officer of the Company Director and Senior Managing Executive Officer; General Manager of International Business Division (to present)		
		[Responsibilities in the charge of Corp]	n the Company] porate Affairs Department and Purchasing Management Division		
	[Reason for nomination as candidate for Director] Mr. Naoshi Nishikawa has extensive experience and broad knowledge gained over many years through his acquaintance with all business areas, including the electric equipment business. He also has a personality appropriate for performing duties for the management of the Company. In view of the superb management skills he has cultivated through his experience, we propose his re-election as a Director.				
	experience, we propo	April 1979	Joined TAKAOKA ELECTRIC MFG. CO., LTD.		
		June 2010  June 2011	Managing Director; General Manager of Technology Development Division, TAKAOKA ELECTRIC MFG. CO., LTD. Managing Director (Representative Director); General Manager of Technology Development Division, TAKAOKA ELECTRIC		
	Takenori Fujii (September 17, 1956) <reappointment></reappointment>	June 2012	MFG. CO., LTD. Standing Statutory Auditor of TAKAOKA ELECTRIC MFG. CO., LTD.	5,800 [800]	
8	**	October 2012 June 2016	Standing Statutory Auditor of the Company Director and Managing Executive Officer of the Company (to present)		
			n the Company] ernal Audit Department, Employee Relations & Human Resources Finance & Accounting Department		

[Reason for nomination as candidate for Director]

Mr. Takenori Fujii has extensive experience and broad knowledge gained over many years through his acquaintance with all business areas, including technology development. He also has a personality appropriate for performing duties for the management of the Company. In view of the superb management skills he has cultivated through his experience, we propose his re-election as a Director.

No.	Name (Date of birth)		Career summary, positions, responsibilities and significant concurrent position(s)	Number of shares of the Company held [Number of other shares to be distributed based on the stock compensation plan]	
9	Yasuhiro Mishima (October 11, 1950) <reappointment> <outside director=""> <independent Director&gt;</independent </outside></reappointment>	January 1999 January 2002 May 2009 June 2009 June 2016	General Manager of Molding Department, Tsutsumi Plant, Toyota Motor Corporation Senior Vice-President of Toyota Motor Thailand Co., Ltd. Standing Advisor of Futaba Industrial Co. Ltd. Representative Director and President of Futaba Industrial Co. Ltd. Advisor of Futaba Industrial Co. Ltd. (to present) Director of the Company (to present)	500 [-]	
9	[Reason for nomination as candidate for Director]  Mr. Yasuhiro Mishima has extensive experience and broad knowledge gained through his career as a corporate manager, including his years of service as Representative Director and President of Futaba Industrial Co., Ltd., We believe that he will contribute to the Company's efforts to ensure the effectiveness of the corporate governance of the Company. We therefore propose his re-election as a Director.  His term of office as an Outside Director of the Company will be 2 years at the conclusion of this General Meeting of				
	* *				

Mr. Kunihiko Mizumoto has extensive experience and broad knowledge gained over many years through his acquaintance with all business areas, including the electric equipment business. He also has a personality appropriate for performing duties for the management of the Company. In view of the superb management skills he has cultivated through his experience, we propose his election as a Director..

#### (Notes)

- Mr. Yoshinori Kaneko, a candidate for Outside Director, has served as an executive (currently Representative Director and President) of TEPCO Power Grid, Incorporated, a specified associated service provider for the Company with which the Company has a business relationship in the sales of power equipment and equipment, etc. since April 2016. In addition, he once served as a non-executive Director of Toshiba Toko Meter Systems Co., Ltd., which is a subsidiary of the Company.
- 2. Mr. Toshiro Takebe, a candidate for Director, is to concurrently serve as Chairman of Toshiba Toko Meter Systems Co., Ltd., a subsidiary of the Company with which the Company has a business relationship in equipment sales, etc. from June 2018.
- 3. No special interests exist between the Company and the candidates for Directors other than 1 and 2 of these Notes.
- 4. The Company has reported to Tokyo Stock Exchange Mr. Harunobu Kameyama and Mr. Yasuhiro Mishima as independent officers unlikely to have conflicts of interest with the general shareholders in accordance with its

regulations.

#### 5. Liability limitation agreements with Directors

In accordance with Article 427, Paragraph 1 of the Companies Act, the Company stipulates in its Articles of Incorporation that the Company may conclude liability limitation agreements with its Directors (excluding Executive Directors and the like) and that the maximum amount of liability shall be the amount stipulated by laws and regulations.

The Company has concluded liability limitation agreements with Mr. Yoshinori Kaneko, Mr. Harunobu Kameyama and Mr. Yasuhiro Mishima, candidates for Outside Directors. If their re-election is approved as proposed, the Company will reenter into the same agreements with them.

### **Proposal 3:** Election of 1 Substitute Auditor

To prepare for the contingency in which the number of Auditors falls below that required by laws and regulations, we propose the election of 1 Substitute Auditor.

The Board of Auditors has previously given its approval to this proposal.

The candidate is as follows:

Name (Date of birth)	Caree	r summary, positions and significant concurrent position(s)	Number of shares of the Company held
	June 2012	General Manager of Procurement Department, Tokyo Electric Power Company, Incorporated	
	June 2014	Fukushima Division, Tokyo Electric Power Company, Incorporated	
Yoji Matsushita (July 6, 1958)	July 2014	Planning & General Affairs Department, Fukushima Division, Tokyo Electric Power Company, Incorporated	
<outside auditor=""></outside>	June 2015	Audit Mission Director of Tokyo Electric Power Company, Incorporated	-
	April 2016	Corporate Auditor of TEPCO Power Grid, Incorporated (to present)	
	[Significant concurrent position(s)] Corporate Auditor of TEPCO Power Grid, Incorporated		

[Reason for nomination as candidate for Substitute Auditor]

Mr. Yoji Matsushita currently serves as Corporate Auditor of TEPCO Power Grid, Incorporated and has sufficient knowledge for audit work. We believe that he will appropriately perform the duties of Outside Auditor, and therefore propose his election as a Substitute Auditor.

#### (Notes)

- 1. No special interests exist between the Company and Mr. Yoji Matsushita, a candidate for Substitute Outside Auditor.
- Mr. Yoji Matsushita, the candidate for Substitute Outside Auditor, has served since April 2016 as a Corporate Auditor of TEPCO Power Grid, Incorporated, a Specified Corporation for the Company.
- 3. Liability limitation agreement with a Substitute Auditor:
  - In accordance with Article 427, Paragraph 1 of the Companies Act, the Company stipulates in its Articles of Incorporation that the Company may conclude liability limitation agreements with Auditors and that the maximum amount of liability shall be the amount provided by laws and regulations.
  - If Mr. Yoji Matsushita, a candidate for Substitute Outside Auditor, assumes the office of Auditor, the Company will conclude the same agreement with him.

#### **Proposal 4:** Partial Amendments to the Articles of Incorporation

#### 1. Reasons for the amendments

We propose amendments to Articles 15 and 23 of the current Articles of Incorporation in order to ensure that the General Meeting of Shareholders and the meeting of the Board of Directors will be operated flexibly in accordance with the composition of the Directors of the Company.

2. Description of the amendments

Description of the amendments is as follows:

(Amended parts are underlined.)

## **Current Articles of Incorporation** Article 15. (Chairperson of General Meeting of Shareholders) The Chairman and Director shall convene the general meeting of shareholders and act as the chairperson thereof. However, in the event where the Chairman and Director is unable to act so due to accident or a vacancy, the President and Director shall act in place, and likewise in the event where the President and Director is unable to act so due to accident, another Director, determined in accordance with an order of priority predetermined by resolution of the Board of Directors, shall act in place as the chairperson and convene the general meeting of shareholders. (New)

Proposed amendments

Article 15. (Chairperson of General Meeting of Shareholders)

Except as otherwise provided by laws and regulations, the Representative Director shall convene the general meeting of shareholders and act as the chairperson thereof. However, in the event where there are more than one Representative Director, a Representative Director of prior rank, determined in accordance with an order of priority predetermined by resolution of the Board of Directors, shall act in place as the chairperson and convene the general meeting of shareholders.

2. If the Representative Director
authorized to convene the meeting and
act as the chairperson thereof is unable
to act so due to accident, another
Representative Director shall act in
place as the chairperson and convene
the general meeting of shareholders
when there is another Representative
Director, and another Director,
determined in accordance with an order
of priority predetermined by resolution
of the Board of Directors, shall act in
place as the chairperson and convene
the general meeting of shareholders, in
other cases.

(Omitted)

(Omitted)

Article 23. (Convocation of the Meeting of the Board of Directors and Chairperson)

Except as otherwise provided by laws and regulations, the <u>President</u> and Director shall convene the meetings of the Board of Directors and act as chairperson thereof. In the event where the <u>President</u> and <u>Director</u> is unable to do so due to accident, another director, determined in accordance with an order of priority predetermined by the Board of Directors, shall act in place as the chairperson and convene the meeting of the Board of Directors.

(New)

- <u>2</u>. (Provisions omitted)
- <u>3</u>. (Provisions omitted)

Article 23. (Convocation of the Meeting of the Board of Directors and Chairperson)

Except as otherwise provided by laws and regulations, the Representative Director shall convene the meetings of the Board of Directors and act as chairperson thereof. However, in the event where there is more than one Representative Director, a Representative Director of prior rank, determined in accordance with an order of priority predetermined by resolution of the Board of Directors, shall act in place as the chairperson and convene the meeting of the Board of Directors.

- 2. If the Representative Director
  authorized to convene the meeting and
  act as chairperson thereof is unable to
  act so due to accident, another
  Representative Director shall in place as
  the chairperson and convene the
  meeting of the Board of Directors when
  there is another Representative Director,
  and another Director, determined in
  accordance with an order of priority
  predetermined by resolution of the
  Board of Directors, shall act in place as
  the chairperson and convene the
  meeting of the Board of Directors, in
  other cases.
- <u>3</u>. (Unchanged)
- 4. (Unchanged)

### Location of the venue for the 6th Annual General Meeting of Shareholders

Place

Conference room, 2nd floor, GAKUSHIKAIKAN

3-28 Kandanishiki-cho, Chiyoda-ku, Tokyo, Japan TEL: 03-3292-5936



Access to the venue

1-minute walk from Jimbocho Station (Exit A9), Toei Mita line

3-minute walk from Jimbocho Station (Exit A7), Toei Shinjuku line/Tokyo Metro Hanzomon line 5-minute walk from Takebashi Station (Exit 3a). Tokyo Metro Tozai line

You are cordially invited to attend the reception party for our shareholders to be held after the close of the Annual General Meeting of Shareholders.

### 株式会社 東光高岳



The Company has adopted universal design font designed to increase readability and prevent misreading.

